

1 employee, correct?

2 A. Yes.

3 Q. That means that the company could terminate  
4 your employment at any time and you can terminate your  
5 employment at any time.

6 A. Yes.

7 Q. Does the company have an intranet?

8 A. Yes.

9 Q. That's where they post various policies and  
10 procedures related to compensation and other policies of  
11 the company?

12 A. Yes.

13 Q. You've seen those various policies and  
14 procedures related to compensation and other matters of  
15 the company?

16 A. When it matters to me and when they're  
17 important to look at, I look at it. It's a mess in  
18 there. There's thousands of documents and so I don't  
19 look at any unless I need to look at anything.

20 Q. Have you looked at any of the policies or  
21 programs related to compensation?

22 A. Yes.

23 Q. That are posted on the intranet?

24 A. Yes.



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1 BY MR. SEEGULL:

2 Q. I'm now showing you what's been marked as  
3 Exhibit No. 52. Am I correct that this is the letter  
4 that you received notifying you that you would not be  
5 eligible for the AMIP bonus for fiscal year 2004?

6 A. Yes.

7 Q. This was handed to you or sent to you?

8 A. Sent to me.

9 Q. You had said it was sent to you by  
10 Mr. Cummings, but I now look at it and it says  
11 Jay Smith?

12 A. Cummings.

13 Q. I'm sorry. Mr. Cummings sent it to you?

14 A. Yes.

15 Q. How do you know he sent it to you?

16 A. E-mail.

17 Q. He e-mailed it to you. Yes?

18 A. Yes.

19 Q. Did it say anything in the cover e-mail?

20 A. This is it.

21 Q. All it was was an e-mail address from him to  
22 you, the date, and this letter?

23 A. Yes.

24 Q. And the letter was an attachment?



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1 A. I don't remember.

2 Q. But there was nothing beyond what was in this  
3 letter?

4 A. No.

5 Q. Correct?

6 A. Correct.

7 Q. Through this letter you were told that you  
8 might be eligible --

9 A. You know, I'm sorry. I have to go back,  
10 because there were notes from -- there were notes from  
11 Cummings on that e-mail. I'm not sure I have it. I  
12 don't think I have it.

13 Q. Do you remember what the notes said?

14 A. He said something about I know this is  
15 difficult times, I know these are difficult -- something  
16 about the effect of this is a difficult time and a  
17 difficult subject and something else and then this  
18 followed.

19 Q. That was all in the same e-mail?

20 A. I can't recall. I don't remember.

21 Q. Do you remember him saying anything else in his  
22 e-mail?

23 A. I don't remember the rest of what he said.

24 Q. You understood from this letter that you might



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1 be eligible for AMIP in the future.

2 A. I didn't understand it.

3 Q. If you look on the letter, it says, "If at some  
4 future date you should assume a role that is AMIP  
5 eligible, your AMIP will be commensurate with the scope  
6 of that assignment."

7 A. Like I said before, it says that there, but  
8 because -- you know what, before I said something wasn't  
9 totally correct.

10 Q. Okay.

11 A. Because before Bill Cummings sent that e-mail,  
12 this letter, this specific letter was handed to me by  
13 Alan Kronmiller and that's when we had the discussion  
14 around this paragraph.

15 Q. About the discretionary bonus? Is that about  
16 the discretionary bonus?

17 A. Yes.

18 Q. So Alan Kronmiller handed you the letter,  
19 Exhibit 52, and he told you that you're not getting the  
20 AMIP. I'm not getting the AMIP, either, I guess he said  
21 to you?

22 A. Correct.

23 Q. And then he said but it says we're going to be  
24 eligible for the discretionary bonus, but I don't think



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1 A. Correct.

2 Q. Mr. Cummings told you in that e-mail that I  
3 understand this is difficult times.

4 A. Yes.

5 Q. And you don't remember anything else that he  
6 said?

7 A. I don't remember.

8 Q. Any other conversations about your removal from  
9 AMIP eligibility?

10 A. The next one -- the only other one was when I  
11 did not return this because I was never asked to return  
12 this. I received another note from Bill Cummings again  
13 saying how sorry he was and difficult times it was but he  
14 needed -- HR needed this and if I wasn't going to sign  
15 it, I was supposed to explain why. That was all I got.

16 Q. You never responded to that e-mail?

17 A. No.

18 Q. Correct?

19 A. Correct.

20 Q. By the way, the reason you have to estimate  
21 your AMIP bonus for that period of time from April 1,  
22 2003, through September 11th, 2003, was because you don't  
23 know exactly how the AMIP would have been calculated for  
24 that period of time.



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1 A. Correct.

2 Q. You would agree that a company has the right to  
3 make decisions to save money and increase profits?

4 A. Yes.

5 Q. And a company can use its business judgment to  
6 decide what the best way is to do that?

7 A. Yes.

8 Q. And you would agree that fiscal year 2003 was a  
9 very difficult year for the company financially.

10 A. I don't have the numbers in front of me to be  
11 able to respond to that, so I don't know.

12 Q. Do you remember at all how the company did in  
13 2003?

14 A. I don't remember.

15 Q. Do you know how long it took the company to  
16 determine whether or not the AMIP program should be  
17 changed or how it should be changed?

18 A. I don't know that. I don't have that  
19 information.

20 Q. Would you agree that directors have greater  
21 responsibilities than senior managers and managers?

22 A. Yes.

23 Q. And that directors typically receive higher  
24 compensation than senior managers and managers?



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1 A. Yes.

2 Q. Would you agree that AMIP bonuses can't be  
3 calculated midyear; you have to wait until the close of  
4 the fiscal year to figure out whether or not the company  
5 achieved its objectives?

6 A. Yes.

7 Q. Have you told me about all the people who have  
8 personal knowledge about this case, as far as you know?

9 A. Yes.

10 Q. Do you have any debts at the present time?

11 A. No.

12 Q. Have you now told me everything that you know  
13 or remember that forms the basis of your case?

14 A. Yes.

15 MR. WILSON: Object to the form.

16 Q. Is there anyone else you have not mentioned who  
17 can support your claims?

18 MR. WILSON: Object to the form.

19 A. No. I mentioned all the names I know.

20 Q. Is there any other information which you have  
21 not mentioned which is relevant to supporting your  
22 claims?

23 MR. WILSON: Object to the form.

24 A. I don't have any other -- no.



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## CERTIFICATE OF REPORTER

STATE OF DELAWARE)

)

NEW CASTLE COUNTY)

I, Kimberly A. Hurley, Registered Professional Reporter and Notary Public, do hereby certify that there came before me on the 2nd day of March, 2006, the deponent herein, HECTOR CALDERON, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley  
Certification No. 126-RPR  
(Expires January 31, 2008)

DATED:



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IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

BRIAN MILLER, HECTOR CALDERON, )  
CHARLES FOLWELL, DAWN M. )  
HAUCK, KEVIN KEIR, ASHBY )  
LINCOLN, KAREN MASINO, ROBERT )  
W. PETERSON, SUSAN M. POKOISKI, )  
DAN P. ROLLINS, and WILLIAM )  
SPERATI, )

Plaintiffs, )

v. )

C.A. No. 05-10-JJF )

COMPUTER SCIENCES CORPORATION, )

Defendant. )

Deposition of DAWN M. HAUCK taken pursuant to notice at the law offices of Potter Anderson & Corroon, Hercules Plaza, 6th Floor, Wilmington, Delaware, beginning at 11:30 a.m., on Thursday, March 2, 2006, before Kimberly A. Hurley, Registered Merit Reporter and Notary Public.

APPEARANCES:

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COPY

1 A. I reviewed what was provided to my attorney  
2 which would have been AMIP management guides, pay stubs,  
3 and program-related communications.

4 Q. So the AMIP program-related communications, are  
5 those policy statements that the company publishes on  
6 compensation for the Chemical Group?

7 A. Somewhere what I would call policy statement,  
8 the program, actual program guide. Other was, for  
9 example, this is what you will receive as a payout and  
10 how it was broken down for the financial objectives that  
11 were met for the course of the year.

12 Q. Is that a worksheet?

13 A. Yes.

14 Q. Is this the kind of thing that you're talking  
15 about?

16 A. Yes.

17 MR. SEEGULL: Let's have this marked as an  
18 exhibit.

19 (Deposition Exhibit No. 53 was marked for  
20 identification.)

21 BY MR. SEEGULL:

22 Q. I'm now showing you what's been marked  
23 Exhibit 53, and the title of the document is "Chemical  
24 Group Compensation Programs North America Employee's



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1 Guide April 1, 2001 - March 31, 2002," and it's Bates  
2 labeled D-10462 through D-10484.

3 You said this was one of the guides that  
4 you reviewed in preparation for the deposition?

5 A. Yes. The other was specifically the AMIP which  
6 is a subset of this.

7 Q. Let's only focus on Exhibit 53 for a moment.  
8 We're not going through the details of this, but  
9 Exhibit 53 was a document that you were provided by  
10 e-mail or it was on the intranet? Do you remember how  
11 they distributed it?

12 A. I was provided this guide when I was a managing  
13 supervisor for the Chemical Group.

14 Q. Just so you're clear, this is the employee's  
15 guide. There was also a version for managers?

16 A. Absolutely.

17 Q. The manager's guide was provided to you as a  
18 manager?

19 A. Yes.

20 Q. And the employee's guide was distributed to  
21 employees or available on the intranet?

22 A. It was available to employees. I personally  
23 never received an employee's guide as an employee. I  
24 received the manager's guide and the employee's guide



1 when I was a supervising manager.

2 Q. But how did you receive it?

3 A. I received it in a hard copy.

4 Q. Just distributed to you by interoffice mail?

5 A. I don't recall how it was distributed. I  
6 received it in a binder that said the title of what the  
7 documents were. They were tabbed as to where the  
8 documents were, whether it was the manager's guide or the  
9 employee's guide.

10 Q. That's how you received Exhibit 53, correct?

11 A. Correct.

12 (Deposition Exhibit No. 54 was marked for  
13 identification.)

14 BY MR. SEEGULL:

15 Q. I'm now showing you what's been marked as  
16 Exhibit 54. This is a document that's Bates numbered  
17 D-10370 through D-10386. This is another guide for  
18 employees. This is for the following fiscal year of  
19 April 1, 2002, through March 31, 2003. Correct?

20 A. That's correct.

21 Q. You would have also received this guide. Would  
22 you have received it by e-mail?

23 A. I don't recall receiving this guide.

24 Q. You know you received the guide for 2002?



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1 A. It did not include premium skills because it  
2 was, again, specifically -- did not include PSPP. But it  
3 also then went into -- again, these were guidelines  
4 around the current-year program and the future-year  
5 program. So it also discussed how the program was broken  
6 out with the financial objectives.

7 Q. You're talking about the worksheet now?

8 A. No. I'm talking about the program guide.

9 Q. Is that a guide that you still have?

10 A. I have a hard copy of it, yes.

11 Q. You have the AMIP guide?

12 A. Yes, I do.

13 MR. SEEGULL: Tim, is that a document  
14 that's been produced to us?

15 MR. WILSON: I would imagine so, but I  
16 can't say for sure. If she's given it to us, I'm sure it  
17 has been.

18 MR. SEEGULL: I do not believe that we have  
19 a separate guide for AMIP.

20 BY MR. SEEGULL:

21 Q. Was it just one page?

22 A. Again, as I said, it was approximately maybe  
23 six pages. It went through the program itself, the  
24 background of the program. It went through how



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1 eligibility is determined. It explained how every year  
2 the program was an annual program, it was reviewed at the  
3 beginning of each fiscal year each participant's  
4 eligibility.

5 Q. You still have a copy of that?

6 A. I have a copy of that, yes, I do.

7 Q. Do you have a copy of that with you?

8 MR. WILSON: Is this what you're talking  
9 about?

10 THE WITNESS: No.

11 BY MR. SEEGULL:

12 Q. Do you have a copy of that with you, Ms. Hauck?

13 A. No, I don't.

14 MR. SEEGULL: What was the Bates number of  
15 the thing you showed her?

16 MR. WILSON: There is no Bates number on  
17 this. I'll verify that this has been produced because it  
18 concerns me that there is no Bates number on this.

19 Q. Do you know what the date of this AMIP guide  
20 was?

21 A. Again, I received them in fiscal year '99,  
22 fiscal year 2000, and fiscal year 2001. They were very  
23 similar each year.

24 MR. SEEGULL: Tim, do you know what she's



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1 achievement numbers in them.

2 A. That's correct.

3 Q. You would receive these preliminary worksheets  
4 in sometime between October and December of each year?

5 A. We would receive them somewhere during the  
6 course of the fiscal year.

7 Q. Do you know when you would receive them?

8 A. It was never a set time. We didn't receive  
9 them October 1st of every year. We received them  
10 somewhere during the course of the fiscal year with the  
11 goals and objectives that we were working toward as a  
12 corporation to achieve our bonuses.

13 Q. Those preliminary worksheets would have the  
14 corporate fiscal goals?

15 A. For the program, yes.

16 Q. As well as group goals and individual goals?

17 A. If they pertained to that fiscal year.

18 Q. Somewhere you might have had personal goals,  
19 some years you might not have --

20 A. Early years we had group goals or what I guess  
21 you're referring to as a personal goal. The later years  
22 they were purely financial.

23 Q. But if a particular year had personal goals or  
24 group goals associated with them, they would appear on



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1 that preliminary worksheet?

2 A. We would add them to the preliminary worksheet.  
3 The worksheet would come down from corporate, if you  
4 will. Our group would then determine what our group's  
5 goals were, and they may or may not be on the worksheet  
6 at the time. It would depend on whether or not we needed  
7 to add anything additional to that worksheet.

8 Q. Once they were distributed to employees, they  
9 would have all of the personal, group, and corporate  
10 goals.

11 A. Correct.

12 Q. Because these worksheets were given to  
13 employees, correct?

14 A. They were given to us so that we knew what we  
15 were working towards for -- for the current financial  
16 goals.

17 Q. By the way, are you speaking now as an employee  
18 or when you were a manager?

19 A. As an employee. I never personally managed  
20 employees on this program.

21 Q. On AMIP?

22 A. Correct.

23 Q. Is it correct that the goals changed year to  
24 year?



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1 A. The targets changed year to year. There may  
2 have been a return-on-investment goal in multiple years  
3 of an AMIP program, but the targets certainly changed  
4 year to year.

5 Q. So some years return on investment was a  
6 factor, some years was no.

7 A. Some years return on the investment, the target  
8 may have been higher or lower than previous or future  
9 years.

10 Q. But some years return on investment wasn't even  
11 a factor?

12 A. It may not have even been a factor, that's  
13 correct.

14 Q. Same with operating income, some years that  
15 might have been a factor, some years not?

16 A. That's correct.

17 Q. Or earnings per share?

18 A. That's correct.

19 Q. And even if it was a factor year to year, the  
20 target for those factors would change?

21 A. May have changed, correct.

22 Q. I'm not tying you into these numbers by any  
23 stretch of the imagination. Let's say the target for  
24 revenue was \$100 million one year. The next year it



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1 might be \$110 million.

2 A. It could be.

3 Q. I'm not trying to tie you to those numbers in  
4 any way. I'm just giving you as an example. Is that  
5 correct?

6 A. Yes. They changed the percentages on operating  
7 income or return on investment. They changed what their  
8 goals were depending upon the corporation's goals.

9 Q. In addition to changing the targets, they also  
10 changed the weightings for each of those goals, correct,  
11 how much value the company was placing on each of those  
12 goals in any one particular year towards the calculation  
13 of the AMIP?

14 A. They could have changed, as well.

15 Q. Some years return on investment might have been  
16 worth 10 percent. Other years that might have been worth  
17 12 percent towards the AMIP bonus.

18 A. That's correct.

19 Q. The same would be true for the personal goals  
20 when they were included, that would change the  
21 weightings, as well.

22 A. That could change, as well, depending upon the  
23 types of goals that were added by your management.

24 Q. Give me some examples of different personal



1 goals or group goals over the years.

2 A. It may have been client satisfaction. Those of  
3 us that were in client-facing jobs.

4 Q. What else?

5 A. Client satisfaction is a big one. Again, those  
6 of us that are in client-facing jobs, we do several types  
7 of surveys. One is corporation-wide for our client, and  
8 that's the one that really sticks in my mind as that.

9 Q. Those targets could change, as well. Some  
10 years it might be 75 percent client satisfaction. Maybe  
11 other years it may be 82 percent client satisfaction.

12 A. It could be. I don't recall as to how they  
13 changed the particular personal goals. As I had  
14 mentioned earlier, personal goals, just like the  
15 corporation goals, may or may not have changed depending  
16 upon what the business unit was driving towards.

17 Q. The same thing would be true with group goals.

18 A. Correct.

19 Q. You were in the Chemical Group?

20 A. I was in the Chemical Group.

21 Q. You have been in the Chemical Group the whole  
22 time?

23 A. I have been in the Chemical Group the whole  
24 time. I have been on different accounts within the



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1 Chemical Group.

2 Q. Not just DuPont?

3 A. Not just DuPont.

4 Q. Who was the head of the Chemical Group during  
5 the time that you were in the Chemical Group?

6 A. The first head of the Chemical Group was  
7 Michael Beebe.

8 Q. How about Nick --

9 A. Nick Wilkinson.

10 Q. Have you ever discussed with Mr. Wilkinson  
11 anything related to AMIP?

12 A. We had a discussion with Nick sometime early  
13 November when the program was modified for us or we were  
14 removed from the program.

15 Q. Tell me about your conversation with him. Who  
16 was there, and what was discussed?

17 A. It was the what I will call portfolio managers  
18 or application delivery managers, my peers, we had  
19 scheduled time to meet with him to better understand the  
20 reasons for the program being -- we being removed from  
21 the program.

22 The course of the discussion was more along  
23 the lines of he didn't necessarily agree with what had  
24 been done, it was corporate policy, he had done what he



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1 Q. How long were you married during that marriage?

2 A. Twelve years.

3 Q. Any children through that marriage?

4 A. No.

5 Q. Have you ever been arrested?

6 A. No.

7 Q. Ever convicted of any crime, felony or  
8 misdemeanor?

9 A. No.

10 Q. Have you ever served in the military?

11 A. No.

12 Q. When did you first contact an attorney to  
13 handle your case against CSC?

14 A. It would have been in the fall of 2003.  
15 Fall/winter.

16 Q. How did you go about contacting an attorney?  
17 How did you know who to contact? Did you call them?

18 A. I did not call them. Again, Karen, Brian, and  
19 I had spoken when we heard -- we all were notified and  
20 decided to seek counsel to just, again, seek counsel to  
21 see what our options were.

22 Q. Who did that? Who sought counsel?

23 A. I don't recall if --

24 Q. It was not you?



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1 nonmonetary.

2 Q. Could be simply a certificate of sorts?

3 A. Correct.

4 Q. Or a plaque?

5 A. Certificate.

6 Q. Any other awards or honors or any other  
7 recognition that you have ever received?

8 A. Similar type of recognition while I was also a  
9 DuPont employee.

10 Q. Anything else?

11 A. No.

12 Q. By the way, when you received the notification  
13 that you were no longer eligible for AMIP in September of  
14 2003, you knew as of that point in time you would not get  
15 any AMIP bonus for fiscal year 2004?

16 A. That's what the letter read.

17 Q. That's what you understood?

18 A. That's what I understood.

19 Q. That's what happened. You did not receive any  
20 AMIP bonus for that fiscal year, correct?

21 A. We understood that the program was being  
22 retroactively removed dated back to April 1st, which was  
23 the beginning of the fiscal year.

24 Q. Just as you understood, you did not receive any



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1 A. That I don't know.

2 Q. -- to calculate the annual bonus? You don't  
3 know?

4 A. That I don't know.

5 Q. For CSC there are formulas that are used to  
6 calculate AMIP.

7 A. We received a worksheet.

8 Q. That translates into a formula.

9 A. Correct.

10 Q. By the way, at CSC is it also true that the  
11 bonus is paid out after the close of the fiscal year?

12 A. That's correct. So they know what earnings or  
13 operating income or the measures we achieved.

14 Q. Against the goals?

15 A. Correct.

16 Q. You have to measure the performance against the  
17 goals to see whether or not the targets were achieved  
18 under the bonus plan?

19 A. Prior to calculating payment for your  
20 performance.

21 Q. That would take a couple of months after the  
22 close of the fiscal year to do those calculations?

23 A. It was specified in whether it be an offer  
24 letter or a program guide that typically within 45 days



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1 of the close of the fiscal year.

2 Q. Is that typically how it worked?

3 A. To the best of my knowledge. I received my  
4 payouts usually in mid to end of May which would have  
5 been roughly 45 days after the close of the fiscal year.

6 Q. By the way, are you familiar with anybody at  
7 CSC who ever received a prorated AMIP bonus?

8 A. Yes.

9 Q. Who is that?

10 A. Myself when I came into the corporation. I  
11 came in on June 1st, several months after the start of  
12 the fiscal year. And Brian Miller when he was included  
13 back onto the program when he changed roles and he was  
14 prorated based on the time that he was there for that  
15 period in the fiscal year through the close of the fiscal  
16 year after his new job changed.

17 Q. Anybody else that you know that has ever  
18 received a prorated AMIP bonus?

19 A. No.

20 Q. I just want to have you explain that. For  
21 yourself you received a prorated AMIP bonus for the  
22 period of time you were at CSC during fiscal year 1998?

23 A. Correct.

24 Q. And Brian Miller, what year did he receive a





1 prorated AMIP bonus?

2 A. I believe it was last year's. So it would be  
3 fiscal year '05 when he transitioned into a -- he  
4 transitioned into a new job, and I don't recall if it was  
5 an '05 or '04 fiscal year.

6 Q. How do you know that he received a prorated  
7 AMIP bonus?

8 A. He told me. Quite honestly, I asked him.

9 Q. Why did you ask him?

10 A. Because of what was going on.

11 Q. What specifically did you ask him?

12 A. I specifically asked him if he received --  
13 knowing what his current level was and the role that he  
14 was going into, I asked him if he was admitted back to  
15 the program and if he received a prorated bonus.

16 Q. You were hired by CSC you said in -- you  
17 started in June of '97?

18 A. Correct.

19 Q. When you started, you were given an offer  
20 letter?

21 A. Yes.

22 Q. That offer letter had language in it about  
23 AMIP?

24 A. Yes, it did.



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1 Q. Were there also orientation sessions?

2 A. Yes, there were.

3 Q. Do you recall anything being said about AMIP  
4 during those orientation sessions?

5 A. I don't recall specifics. I know they  
6 discussed in our orientation sessions when CSC was  
7 working with DuPont, they were looking to make our  
8 compensation comparable to what we were receiving in  
9 DuPont in several areas.

10 So those orientation sessions covered if  
11 you were on variable compensation, you would be  
12 participating in the AMIP plan. There were several  
13 uplifts that they provided to us because the compensation  
14 wasn't exactly the same, whether it be disability  
15 insurance, healthcare, even participation in the 401(k)  
16 plan.

17 So there were several things discussed  
18 during those orientation sessions, with AMIP being geared  
19 only towards those participating in variable  
20 compensation.

21 Q. Do you remember that orientation session where  
22 AMIP was discussed?

23 A. No.

24 Q. Do you remember anything specific being



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1 discussed about the AMIP program?

2 A. That those of us that were on the variable  
3 compensation program would be admitted to the CSC AMIP  
4 program which was similar to the DuPont variable  
5 compensation program in that it was an annual program, it  
6 ran for the fiscal year based on corporate objectives.  
7 That's the \$50,000 view of what I remember on that  
8 discussion.

9 Q. Were you provided any documents related to AMIP  
10 at that time?

11 A. Not that I recall, no, other than what was in  
12 our offer letter which was a very small paragraph that  
13 said the program ran concurrent with the fiscal year,  
14 April 1st through March 31st, that it was paid out at the  
15 end of the fiscal year based on, again, after the fiscal  
16 year closed out roughly 45 days after.

17 (Deposition Exhibit No. 55 was marked for  
18 identification.)

19 BY MR. SEEGULL:

20 Q. I'm now showing you what has been marked as  
21 Exhibit 55. Is this the offer letter that you received?

22 A. Yes, it is.

23 Q. This is the one we have been speaking about?

24 A. That's correct.



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1 From there I came back to the DuPont  
2 account for a very brief period of time. I did some work  
3 on one of our government accounts just to help get them  
4 up and running and started. They needed to have several  
5 hundred employees interviewed, and after two to three  
6 months there, I went into the application environment as  
7 a portfolio manager or an application delivery manager.  
8 I held that role for several years. The organizations  
9 changed, the name changed, still the same job, but couple  
10 different titles for it.

11 From there I went into the role I'm  
12 currently in which is an account manager.

13 Q. Did you receive an AMIP bonus for every year up  
14 until fiscal year 2004?

15 A. Yes.

16 Q. How much were your AMIP bonuses each year?  
17 Range, if you don't know specifics.

18 A. My AMIP bonuses were -- I can tell you what my  
19 eligibility was for the different years.

20 Q. Okay.

21 A. I was eligible for 20 percent of my salary, my  
22 base salary, until 2000 -- until fiscal year -- up  
23 through fiscal year 2000. Fiscal year 2001 to present, I  
24 was eligible for 25 percent of my base salary.



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1 Q. You were employed as an at-will employee?

2 A. Yes.

3 Q. Meaning that you could terminate your  
4 employment at any time or CSC could terminate your  
5 employment at any time?

6 A. Yes.

7 Q. Do you know how long it took the company to  
8 determine whether to change AMIP eligibility and how to  
9 change it?

10 A. I have no idea.

11 Q. You understand that the changes that were made  
12 to AMIP were not particular to you. They were changes  
13 that were made across the board at your level.

14 A. I understand that the changes were made across  
15 the board, evaluating the various levels that were  
16 participating in the program.

17 Q. It wasn't just you that was removed?

18 A. That's correct.

19 Q. Anybody at your level that was removed.

20 A. It wasn't anyone that was at my level because  
21 there were individuals at my level that were still  
22 receiving AMIP.

23 Q. Who's that?

24 A. Bob Carden.



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1 A. Not that I recall.

2 Q. After sending this e-mail and receiving a  
3 response, did you then receive written confirmation that,  
4 in fact, you were removed from AMIP?

5 A. We received a request to meet with Bob  
6 regarding the AMIP program.

7 Q. And Bob who?

8 A. Tattle.

9 Q. That was via e-mail that you received that  
10 request?

11 A. We received it via e-mail from his admin.  
12 requesting that we make ourselves available to meet with  
13 him, and it was at that point in time -- and I met with  
14 him the end of September. It was at that point in time  
15 that I was given the letter saying I was being removed  
16 from the program.

17 Q. Did he tell you anything at that point in time  
18 or did he just hand you the letter?

19 A. I don't recall exactly what we discussed. We  
20 may have discussed some of what was already in the e-mail  
21 because, again, we sent him that e-mail prior to us  
22 receiving the letter.

23 Q. But you don't remember what was discussed?

24 A. No, I don't.



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1 Q. After receiving the letter notifying you that  
2 you were no longer eligible, did you have any  
3 conversations with anybody else about the changes made to  
4 the AMIP program?

5 A. We then followed up -- we received the letter  
6 from Bob. We then followed that up with a meeting with  
7 Nick Wilkinson.

8 Q. That's the conversation we already talked  
9 about?

10 A. Yes.

11 Q. Other than that, were there any other  
12 conversations with anybody about changes to the AMIP  
13 program?

14 A. Not that I recall.

15 (Deposition Exhibit No. 57 was marked for  
16 identification.)

17 BY MR. SEEGULL:

18 Q. I'm now showing you what's been marked as  
19 Exhibit 57. Is this the letter that you received from  
20 Bob Tattle?

21 A. Yes, it is.

22 Q. This is the one that tells you that you're no  
23 longer eligible for AMIP for fiscal year 2004?

24 A. Yes.



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1 year objectives and KRAs will be set accordingly to  
2 reflect the signer's resized total compensation package.  
3 In addition, it is requested that written criteria be  
4 forwarded to the signer for both the AMIP program and for  
5 the new discretionary bonus program so that future  
6 eligibility for either program is clearly understood."

7 Q. What is following that?

8 A. My initials. I initialed that.

9 Q. You understood there was no guarantee that you  
10 would continue to receive AMIP, correct?

11 MR. WILSON: Object to the form.

12 A. Correct.

13 Q. You understood that CSC has the right to make  
14 business decisions as to how to save money?

15 A. Correct.

16 Q. And that it can use its own business judgment  
17 about the proper ways to make those decisions?

18 A. Correct.

19 Q. You never received a worksheet in fiscal year  
20 2004, correct?

21 A. Correct.

22 Q. What are your damages in this case?

23 A. The damages that I calculated were \$10,510.

24 Q. How do you arrive at that?



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1 all objectives were achieved and payout would have been  
2 at the 25 percent.

3 Q. So if I understand you correctly, what you're  
4 saying is you took the \$22,800 and said what's been the  
5 average payout against the maximum payout over the past  
6 six years?

7 A. Correct.

8 Q. And that average payout was 92 percent. You  
9 multiplied the 92 percent by the \$22,800?

10 A. Correct.

11 Q. Came up with \$21,021.41?

12 A. Correct.

13 Q. Then you said I'm not entitled to all of that,  
14 I'm only entitled to half of that for the April 1, 2003,  
15 through the end of September of 2003.

16 A. Again, this is what I considered to be my loss  
17 over the six-month proration. Not to include any other  
18 additional legal allowances that may be allotted with  
19 this case.

20 Q. These are your damages?

21 A. Correct.

22 Q. The reason you have to estimate this is because  
23 you didn't have a worksheet for fiscal year 2004,  
24 correct?



1 A. That I can't tell.

2 Q. You don't know what was paid out in fiscal year  
3 2004?

4 A. No.

5 Q. Correct?

6 A. That's correct.

7 Q. You would agree that fiscal year 2003 was a  
8 tough financial fiscal year for CSC, correct?

9 MR. WILSON: Object to the form.

10 A. I would agree with that.

11 Q. You don't have a problem with CSC removing  
12 people from AMIP eligibility, do you?

13 MR. WILSON: Object to the form.

14 A. I don't have a problem with CSC modifying their  
15 program or evaluating the criteria on an annual basis,  
16 removing people or adding people as they see fit.

17 Q. Has that been a trend at the company, to limit  
18 the number of people that are eligible for AMIP?

19 A. In the time that I have been with CSC, I have  
20 not -- I have not heard of people being removed. I have  
21 heard of people being added. It's not to say that they  
22 did not remove people. It's only been my experience that  
23 I have heard of people being added to the program.

24 Q. Would you agree that directors have greater



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## CERTIFICATE OF REPORTER

STATE OF DELAWARE)

)

NEW CASTLE COUNTY)

I, Kimberly A. Hurley, Registered Professional Reporter and Notary Public, do hereby certify that there came before me on the 2nd day of March, 2006, the deponent herein, DAWN M. HAUCK, who was duly sworn by me and thereafter examined by counsel for the respective parties; that the questions asked of said deponent and the answers given were taken down by me in Stenotype notes and thereafter transcribed by use of computer-aided transcription and computer printer under my direction.

I further certify that the foregoing is a true and correct transcript of the testimony given at said examination of said witness.

I further certify that I am not counsel, attorney, or relative of either party, or otherwise interested in the event of this suit.

Kimberly A. Hurley

Certification No. 126-RPR

(Expires January 31, 2008)

DATED:



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IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

BRIAN MILLER, HECTOR CALDERON, )  
CHARLES FOLWELL, DAWN M. )  
HAUCK, KEVIN KEIR, ASHBY )  
LINCOLN, KAREN MASINO, ROBERT )  
W. PETERSON, SUSAN M. POKOISKI, )  
DAN P. ROLLINS, and WILLIAM )  
SPERATI, )  
Plaintiffs, )  
v. ) C.A. No. 05-10-JJF  
COMPUTER SCIENCES CORPORATION, )  
Defendant. )

Telephonic deposition of RUSSELL H. OWEN  
taken pursuant to notice at the law offices of Margolis  
Edelstein, 1509 Gilpin Avenue, Wilmington, Delaware,  
beginning at 10:00 a.m., on Monday, May 8, 2006, before  
Kimberly A. Hurley, Registered Merit Reporter and Notary  
Public.

APPEARANCES:

TIMOTHY J. WILSON, ESQUIRE  
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WILCOX & FETZER  
1330 King Street - Wilmington, Delaware 19801  
(302) 655-0477

Russell H. Owen

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1 Q. What is your job title?

2 A. Group President and Account Executive for BAE  
3 Systems.

4 Q. What's BAE Systems?

5 A. That's the name of a company I support. It  
6 used to be formerly known as British Aerospace and  
7 Marconi and they go by the name capital B, capital A,  
8 capital E Space Systems.

9 Q. What does that group do?

10 A. The company itself is a defense electronics and  
11 weapons system company similar to Lockheed or General  
12 Dynamics, and I'm running the outsourcing engagement we  
13 have with them worldwide, and their U.S. headquarters is  
14 in Rockville, Maryland, and their U.K. headquarters is in  
15 London.

16 Q. Is this a subsidiary of CSC or is it CSC?

17 A. BAE Systems is not CSC. They're a client of  
18 CSC's and I'm the account exec. that runs the piece of  
19 our business that supports them and does business with  
20 them.

21 Q. I see. How long have you held this title?

22 A. A little over a year.

23 Q. What did you do before that?

24 A. I was the group president of Global

Russell H. Owen

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1 Infrastructure Services for CSC.

2 Q. Can you tell me what Global Infrastructure  
3 does?

4 A. Global Infrastructure Services provides the  
5 services that are resold to each of our clients through  
6 account teams like the one I run presently. And so the  
7 people who do what we categorize as infrastructure  
8 services, which would be networks, desktop, data center  
9 work, midrange systems architectures, all of the  
10 infrastructure-related nonapplication services, those  
11 employees report to Global Infrastructure Services and  
12 are assigned to account teams, and our job is to ensure  
13 that they have the tools and the training and the  
14 technology they need. And we run all of what we call  
15 leveraged facilities, data centers, help desks, things  
16 like that, that are used by multiple clients. So we are  
17 a supplier to the account executives to provide services  
18 to our client base.

19 Q. How long did you hold that position?

20 A. Three years, roughly.

21 Q. What did you do before that?

22 A. I was the president of the Chemical Group.

23 Q. That's with CSC, as well?

24 A. That's correct. At the time it was a separate

Russell H. Owen

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1 division of CSC in Wilmington, Delaware, that supported  
2 all of our chemical and energy accounts.

3 Q. What do you mean by "supported"?

4 A. It's the business unit that provides services  
5 to those clients.

6 Q. How long were you in that position?

7 A. I was two years as the president of the  
8 Chemical Group and before that I was in a similar  
9 position as the account executive for the DuPont account  
10 as a vice president.

11 Q. When you say vice president for the DuPont  
12 account, would there have been an interrelationship with  
13 that with the employees that came from DuPont and began  
14 working for CSC?

15 A. The original contract was signed just prior to  
16 my coming on board, and Mike Beebe was the president  
17 responsible for that at the time. I joined the account  
18 and took it over a year after we signed and brought all  
19 the employees over, and I ran it for two years, reporting  
20 to Mike Beebe, who was the president of the Chemical  
21 Group, and then I replaced him two years later.

22 Q. So that would have been in about 1998?

23 A. Roughly, yes. I'm afraid I'd have to go back  
24 and do the math. That's about right.

Russell H. Owen

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1 A. No. To explain my position --

2 MR. SEEGULL: You don't need to do that.

3 Wait for the next question.

4 THE WITNESS: Okay.

5 Q. Are you familiar with the AMIP program?

6 A. Yes.

7 Q. Do you have an understanding as to how it  
8 works?

9 A. I believe so, yes.

10 Q. Could you explain that to me?

11 A. Well, we have an annual incentive program for a  
12 select number of top employees and it's designed to  
13 incentivize employees who are in a position to really  
14 uniquely further or contribute to our corporate  
15 performance. It's an incentive program set up around  
16 defined objectives, and some of those are directed  
17 individually at the employees, some of them are  
18 corporate.

19 It's a program that runs through the course  
20 of the year. It's calculated and determined at the end  
21 of the year, generally in the May time frame, after we  
22 have closed our fiscal year and settled our financials  
23 and reported to the street. It's a compensation program  
24 based on a percentage of their salary and a determination



Russell H. Owen

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1 of achievement of their performance against goals at the  
2 end of the year.

3 Q. So am I correct in understanding that, if you  
4 meet certain goals, then you get a certain monetary  
5 award?

6 A. If you meet the goals and you are on the  
7 payroll at the end of the fiscal year, assuming you are  
8 correctly enrolled into the program, yes.

9 Q. Do you know how long CSC's had the AMIP bonus  
10 program?

11 A. Honestly, no, I don't. I joined CSC in 1992.

12 Q. It was in place when you joined?

13 A. That's correct.

14 Q. This program follows the CSC fiscal year,  
15 correct?

16 A. Yes.

17 Q. And that is from roughly April 1st through  
18 March 31st, correct?

19 A. That's correct.

20 Q. The individuals participating in the program  
21 have to be in that program at some point during the  
22 fiscal year; is that correct?

23 A. I'm sorry. Would you reask your question?

24 Q. Yes. An individual has to be in the program

Russell H. Owen

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1 think he's referring to AMIP.

2 THE WITNESS: That would be my assumption,  
3 yes.

4 Q. Does this change your answer regarding whether  
5 it's an entitlement?

6 A. No.

7 Q. Why not?

8 A. I think the policy has always been clear and  
9 it's a long-standing practice in CSC that this is not an  
10 entitlement, that it's earned at the end of the year when  
11 objectives are met that you have agreed with your  
12 supervisor. And we have always consistently maintained  
13 that we can change the program and put people on and off  
14 it throughout the period of time that I have been with  
15 CSC.

16 Q. Does this indicate to you that there may have  
17 been some confusion among the CSC employees as to whether  
18 it was an entitlement or not?

19 A. My guess is that Bill misspoke, but I couldn't  
20 speak for him.

21 Q. Have you ever communicated with anybody else at  
22 CSC that thought this was an entitlement program?

23 A. No.

24 Q. What about salary, is the AMIP bonus program a

Russell H. Owen

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1 Q. Does this indicate to you that there may have  
2 been some confusion at CSC as to whether the AMIP program  
3 was salary?

4 A. No.

5 Q. Have you talked to anybody who has indicated  
6 that the AMIP is part of salary?

7 A. No, sir.

8 Q. Is an individual's AMIP bonus earned by the  
9 individual over the course of the fiscal year?

10 A. No. It's earned based on the results at the  
11 end of the year and based on the calculation that's  
12 approved in the spreadsheet. The employee will take  
13 action to ensure that those objectives are achieved at  
14 the end of the year presumably throughout the year.

15 Q. So actions that are taken during the course of  
16 the year contribute to the final numbers in the final  
17 calculation, correct?

18 A. I would say they're necessary but not  
19 sufficient.

20 Q. What do you mean by "not sufficient"?

21 A. You can't have earned your AMIP until the  
22 calculation and the numbers come together at the end of  
23 the year with the formulas in the spreadsheet.

24 Q. Right. But actions that these individuals do

Russell H. Owen

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1 during the course of the fiscal year contribute to that,  
2 correct?

3 A. It's assumed that they will be doing actions to  
4 earn it throughout the year.

5 Q. Assumed by whom?

6 A. Well, by the leadership. The purpose of it is  
7 to incentivize them to hit that target at the end of the  
8 year.

9 Q. Without regard to when it's earned, would you  
10 agree that it is a bonus that is earned?

11 MR. SEEGULL: Objection. Hypothetical,  
12 calls for speculation, vague and ambiguous.

13 MR. WILSON: You can answer, sir.

14 A. I believe it's earned, yes. I would believe it  
15 is a bonus that is a reward for the performance that's  
16 laid out on the spreadsheet, yes.

17 Q. Are you eligible for the AMIP?

18 A. Yes.

19 Q. How long have you been eligible for it?

20 A. I have been in the program since I joined CSC  
21 in 1992.

22 Q. Have you been informed every year that you're  
23 eligible to participate?

24 A. I have had a worksheet to sign off every year

Russell H. Owen

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1 since I have been in the program. Yes.

2 Q. Does this worksheet come out at the end of the  
3 year?

4 A. No. The worksheet generally comes in the late  
5 summer.

6 Q. Was there ever a year that you didn't get the  
7 worksheet?

8 A. No.

9 Q. Do you have employees that work for you that  
10 are eligible for this program?

11 A. Yes, I do.

12 Q. Do you give them the worksheet every year?

13 A. Yes, I do.

14 Q. Is that generally in late summer?

15 A. Yes.

16 Q. Has there ever been an employee of yours that  
17 you haven't given the worksheet to?

18 A. Not to my knowledge, no.

19 Q. From the beginning of the fiscal year until you  
20 are given that worksheet, do you think you're still  
21 participating in that program?

22 A. I'm not exactly sure what you mean. If I don't  
23 have a worksheet, I don't have my objectives yet, so I  
24 guess I would anticipate it, but I would become

Russell H. Owen

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1 increasingly concerned if I didn't have objectives set on  
2 a worksheet to know what I was shooting for.

3 Q. Has there ever been a year that you did not  
4 receive an AMIP bonus?

5 A. No.

6 Q. To your knowledge, were any of the plaintiffs  
7 in this lawsuit given notice of their ineligibility for  
8 the AMIP program prior to September 2003?

9 A. I don't know, honestly.

10 Q. You were aware prior to September 11th, 2003,  
11 that some individuals were going to be removed from the  
12 AMIP program, correct?

13 A. That's correct.

14 Q. When did you first become aware of this?

15 A. I don't clearly recall. We started an effort I  
16 remember, I think it was in the May -- April/May time  
17 frame to review of the changes and some of the budget  
18 pressures during that year, and I believe the activity  
19 started in the May time frame.

20 Q. You said "we." Who is "we"?

21 A. I was responsible for Global Infrastructure  
22 Services at the time, the North American region, which  
23 would include Global Infrastructure Services, Technology  
24 Management Group, and what was called ASD at the time,

Russell H. Owen

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1 Services Division. Tony Doye is the president of TMG.

2 Q. And the first line of this e-mail says, "I have  
3 spoken with each of you about the need to restructure the  
4 AMIP program for FY04 for budget reasons."

5 A. Right.

6 Q. Can you explain what that conversation was  
7 about, what he said?

8 A. In fiscal year '04 we had a rather severe  
9 budget challenge in terms of decline in revenue from our  
10 clients and we had to do cost-cutting. We were in some  
11 rather protracted discussions around layoffs and were  
12 working on a number of cost-reduction initiatives that  
13 impacted people, mostly around reducing force.

14 And the restructuring of the AMIP program  
15 as we were going through many of those discussions, my  
16 recollection on my staff was that the anomaly of the AMIP  
17 program being applied nonuniformly across North America  
18 was a problem area that we felt if we could fix that, we  
19 wouldn't need to let as many people go.

20 Q. The date on this e-mail is June 12, 2003,  
21 correct?

22 A. Correct.

23 Q. So there had been no decision made as of  
24 June 12, 2003, correct?

Russell H. Owen

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1 individuals in September of 2003 with the effective date  
2 being April 1st, 2003, violated the ethics policy?

3 A. No, I do not.

4 Q. Can you explain why you believe that's an  
5 ethical course of action to take?

6 A. Well, I believe that the process that was  
7 followed was fair and unbiased and used a lot of input  
8 from affected management. I believe it was in the  
9 context of an array of very difficult actions, and from  
10 my way of looking at it, it was a very humane balance  
11 between spreading pain across the organization and  
12 helping the organization to survive.

13 In my experience with CSC since 1992,  
14 there's such a behavioral or a cultural understanding of  
15 how this program is run, people will time their  
16 retirements, will time their job and assignment changes  
17 to occur after the end of the fiscal year because of the  
18 eligibility rules around AMIP. And I think that most  
19 people wait for their bonus payments before they retire.  
20 Most people wait for their bonus payments before they  
21 change jobs. And there was not any intent to communicate  
22 to the employees that this was a pay-as-you-go type of a  
23 program.

24 Some of our employees come from other



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1 employment background such as DuPont or General Dynamics  
2 or others and I think sometimes they transpose the rules  
3 from their prior engagements to their current ones.

4 But from our perspective, CSC, for all the  
5 years I have been a manager at CSC, from director up  
6 through group president, we have always understood that,  
7 until we have an executed plan and targets to shoot for,  
8 we're not in the program and we must be on the payroll  
9 and have that plan agreed at the end of the year to get  
10 paid.

11 And I would go so far as to say it's my  
12 understanding that it's almost entirely discretionary and  
13 my boss can alter my compensation based on factors that  
14 may or may not be in the plan.

15 So from my perspective, I didn't see this  
16 as being unethical in any way.

17 Q. You said that you're not in the plan until you  
18 get your worksheet and your objectives. Is that correct?

19 A. And you have executed them. Yes.

20 Q. Was this communicated to your employees?

21 A. I wouldn't know. I don't know. I know that we  
22 have always had the practice of communicating the  
23 worksheets and getting them signed off. And the reason I  
24 know that is that that's also the vehicle on which

Russell H. Owen

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1           A.     I believe so, because I saw it in the -- I saw  
2     it in some of the earlier discussion.

3                   MR. WILSON: That's all I have for you  
4     right now, Mr. Owen. I appreciate you taking the time.

5                   MR. SEEGULL: Tim, let him finish his  
6     answer.

7                   THE WITNESS: Let me just clarify. I was  
8     making a suggestion to the team to do this fairly. When  
9     you said this was implemented, I didn't mean to imply  
10    that they ran a RACI test on every application and every  
11    job title. I made that a suggestion that they use that  
12    in addition to assessing the job title.

13                  MR. WILSON: Okay. That's all I have for  
14    right now. Mr. Seegull or Mr. Raimo may have some  
15    questions for you.

16    BY MR. SEEGULL:

17           Q.     I have got a few questions.

18                   Mr. Owen, I think it's clear from your  
19    testimony, but I want to make sure that it is. There was  
20    some question about how do you know when AMIP is earned,  
21    and you had mentioned something about being on the  
22    payroll at the end of the year, assuming you were on the  
23    payroll at the end of the year.

24                   What did you mean by all of that?